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*Counsel for BOKF, NA, solely in its capacity as
Indenture Trustee for the Utility Senior Notes*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

- and -

PACIFIC GAS AND ELECTRIC COMPANY.

Debtors.

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

- Affects PG&E Corporation
 - Affects Pacific Gas and Electric Company
 - Affects both Debtors

**BOKF, NA's STATEMENT OF ISSUES,
DESIGNATION OF ITEMS TO BE
INCLUDED IN THE RECORD, AND
CERTIFICATION REGARDING
TRANSCRIPTS**

* All papers shall be filed in the Lead Case, No. 19-30088 (DM).

1 BOKF, NA (“BOKF”) in its capacity as successor indenture trustee under three Indentures
2 dated as of (i) April 22, 2005 Supplementing, Amending and Restating the Indenture of Mortgage
3 Dated March 11, 2004; (ii) November 29, 2017; and (iii) August 6, 2018, each as supplemented
4 or amended (the “Senior Notes Indentures”), pursuant to which Pacific Gas and Electric Company
5 issued the senior notes (the “Senior Notes”), in the principal amount of \$17.525 billion, pursuant
6 to Rule 8009 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), hereby
7 submits its *Statement of Issues, Designation of Items To Be Included in the Record, and*
8 *Certification Regarding Transcripts* with respect to its *Notice of Appeal and Election to Have*
9 *Appeal Heard by District Court Concerning Order Regarding Postpetition Interest* [D.I. 6122]
10 (“Notice of Appeal”).¹

11 BOKF’s appeal, originally docketed in the U.S. District Court for the Northern District of
12 California (“District Court”) as No. 4:20-cv-01659-HSG, has been consolidated with No. 4:20-cv-
13 01493-HSG pursuant to the District Court’s March 12, 2020 Order [ECF No. 26].²

14 **ISSUE TO BE PRESENTED ON APPEAL**

15 Whether the Bankruptcy Court erred in holding that, in a chapter 11 bankruptcy case of a
16 solvent debtor, unsecured creditors are not entitled to be paid postpetition interest at a rate specified
17 in their contracts but rather are limited to postpetition interest at the federal judgment rate.

18 **DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON APPEAL**

19 BOKF respectfully designates the following items for inclusion in the record on appeal. Each
20 designated item also includes any and all exhibits and documents annexed to and referenced within
21 such item.³

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¹ Unless otherwise specified, “ECF No.” refers to entries in the District Court docket in the lead case at No. 4:20-cv-0149-HSG. “D.I.” refer to entries in the underlying Bankruptcy Court docket at No. 19-30088 (Bankr. N.D. Cal.).

25 ² In its Notice of Appeal and *Cross-Motion for Leave to Appeal Order Regarding Postpetition Interest* [D.I. 6124] (“BOKF’s Cross-Motion”), BOKF made clear it is not seeking to prosecute an appeal of the PPI Order as a sole
26 appellant at this time; however, BOKF requests that it be permitted to participate in any appeal that goes forward,
27 consistent with its role as the indenture trustee for \$17.525 billion of the Senior Notes.

28 ³ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization Dated January 31, 2020* [D.I. 5590] (the “Plan”).

	Description	Date	D.I.
1	Amended Declaration of Jason P. Wells in Support of First Day Motions and Related Relief	Feb. 1, 2019	263
2	Schedule E/F: Creditors Who Have Unsecured Claims For Non- Individual Debtor PG&E Corporation	Mar. 14, 2019	900
3	Schedule E/F: Creditors Who Have Unsecured Claims For Non-Individual Debtor Pacific Gas and Electric Company	Mar. 14, 2019	906
4	Debtors' Joint Chapter 11 Plan of Reorganization	Sept. 9, 2019	3841
5	Joint Motion of the Official Committee of Tort Claimants and the Ad Hoc Committee of Senior Unsecured Noteholders to Terminate the Debtors' Exclusive Periods Pursuant to Section 1121(d)(1) of the Bankruptcy Code	Sept. 19, 2019	3940
6	Debtors' First Amended Joint Chapter 11 Plan of Reorganization	Sept. 23, 2019	3966
7	Statement of BOKF, N.A. in Support of the Joint Motion of the Official Committee of Tort Claimants and the Ad Hoc Committee of Senior Unsecured Noteholders to Terminate the Debtors' Exclusivity Period	Oct. 1, 2019	4050
8	Order Granting Joint Motion of the Official Committee of Tort Claimants and Ad Hoc Committee of Senior Unsecured Noteholders to Terminate the Debtors' Exclusive Periods Pursuant to Section 1121(d)(1) of the Bankruptcy Code	Oct. 9, 2019	4167
9	Joint Chapter 11 Plan of Reorganization of Official Committee of Tort Claimants and Ad Hoc Committee of Senior Unsecured Noteholders	Oct. 17, 2019	4257
10	Order Establishing Pre-Confirmation Briefing and Hearing Schedule for Certain Legal Issues	Oct. 31, 2019	4540
11	Debtors' Joint Chapter 11 Plan of Reorganization Dated November 4, 2019	Nov. 4, 2019	4563
12	Debtors' Brief Regarding Applicable Rate of Postpetition Interest on Allowed Unsecured Claims and Joinder of PG&E Shareholders (the " <u>Debtors' Opening Brief</u> ")	Nov. 8, 2019	4624
13	Consolidated Edison Development Inc.'s Reservation of Rights Regarding Postpetition Interest on Unsecured Claims	Nov. 8, 2019	4625
14	Consolidated Opening Brief of the Official Committee of Unsecured Creditors and Other Creditor Groups and Representatives Regarding the Appropriate Postpetition Interest Rate Payable on Unsecured Claim in a Solvent Debtor Case (the " <u>Creditor Groups' Opening Brief</u> ")	Nov. 8, 2019	4634

	Description	Date	D.I.
1	Joinder in Consolidated Opening Brief of the Official Committee of Unsecured Creditors and Other Creditor Groups and Representatives Regarding the Appropriate Postpetition Interest Rate Payable on Unsecured Claims in a Solvent Debtor Case	Nov. 8, 2019	4636
2	Reservation of Rights of the Ad Hoc Group of Subrogation Claim Holders Regarding the Appropriate Postpetition Interest Rate Payable on Unsecured Claims in a Solvent Debtor Case	Nov. 22, 2019	4840
3	Debtors' Brief in Opposition to Consolidated Opening Brief of Unsecured Creditors and Other Creditor Groups and Representatives Regarding the Appropriate Postpetition Interest Rate Payable on Unsecured Claims in a Solvent Debtor Case; Joinder of PG&E Shareholders (the " <u>Debtors' Responsive Brief</u> " and, together with the Debtors' Opening Brief, the " <u>Debtors' Briefs</u> ")	Nov. 22, 2019	4849
4	Consolidated Reply Brief of the Official Committee of Unsecured Creditors and Other Creditor Groups and Representatives Regarding the Appropriate Postpetition Interest Rate Payable on Unsecured Claims in a Solvent Debtor Case (the " <u>Creditor Groups' Responsive Brief</u> " and, together with the Creditor Groups' Opening Brief, the " <u>Creditor Groups' Briefs</u> ")	Nov. 22, 2019	4855
5	Debtors' Brief Regarding Utility Funded Debt Claims' Entitlement to Make-Whole Premiums and Joinder of PG&E Shareholders	Nov. 27, 2019	4896
6	Consolidated Opening Brief of Certain Creditor Groups and Representatives Regarding the Entitlement of Holders of Utility Funded Debt Claims to Optional Early Redemption, Make-Whole, or Similar Amounts in a Solvent Debtor Case (the " <u>Creditor Groups' Opening Make-Whole Brief</u> ")	Nov. 27, 2019	4902
7	Letter Dated Dec. 5, 2019 in Support of Creditor Groups' Briefs	Dec. 5, 2019	5003
8	Letter Dated Dec. 6, 2019 in Support of Debtors' Briefs	Dec. 6, 2019	5018
9	Memorandum Decision Regarding Postpetition Interest	Dec. 30, 2019	5226
10	First Amended Verified Statement of Ad Hoc Committee of Holders of Trade Claims Pursuant to Bankruptcy Rule 2019	Dec. 10, 2019	5060
11	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated December 12, 2019	Dec. 12, 2019	5101
12	Consolidated Opposition Brief of Certain Creditor Groups and Representatives Regarding the Entitlement of Holders of Utility Funded Debt Claims to Optional Early Redemption,	Dec. 20, 2019	5189

	Description	Date	D.I.
1	Make-Whole, or Similar Amounts in a Solvent Debtor Case		
2	Debtors' Opposition to the Creditor Groups' Opening Make-Whole Brief	Dec. 20, 2019	5190
3	DOCKET TEXT ORDER (no separate order issued:) For the Make-Whole Optional Redemption issue arguments on January 14, 2020, at 10:00 AM, Debtors and the joining Shareholders will have a total of one hour, including time for rebuttal, to be shared as their counsel agree. The opposing creditor groups will also have one hour, to be shared as their counsel agree. At the conclusion of the hearing the court would like counsel to be prepared to address the questions raised in the Memorandum Decision regarding Postpetition Interest (Dkt. No. 5226), namely whether orders disposing of that issue and the Make-Whole issue should be certified for direct appeal to the court of appeal, certified as final under FRCP 54(b), or both, or neither. (RE: related document(s)[4896] Support Brief/Memorandum filed by Debtor PG&E Corporation). (Montali, Dennis)	Jan. 9, 2020	N/A
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14	Letter to Court from Andrew I. Silfen re: Optional Redemption / Make-Whole Oral Argument	Jan 21, 2020	5430
15	Notice of Continued Hearing On the Make-Whole/Optional Redemption Issue	Jan 27, 2020	5514
16	Trade Committee's Statement in Connection with January 29, 2020 Status Conference	Jan. 27, 2020	5517
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18	Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Approving and Authorizing the Debtors to Enter into Restructuring Support Agreement with Consenting Noteholders and Shareholder Proponents and (II) Granted Related Relief	Jan. 27, 2020	5519
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21	Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated January 31, 2020	Jan. 31, 2020	5590
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23	Limited Objection of the Ad Hoc Committee of Holders of Trade Claims to Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (I) Approving and Authorizing the Debtors to Enter into Restructuring Support Agreement with Consenting Noteholders and Shareholder Proponents and (II) Granted Related Relief	Feb. 3, 2020	5596
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27	Statement of BOKF, NA, solely in its capacity as Indenture Trustee In Support Of Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for	Feb. 3, 2020	5597
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	Description	Date	D.I.
1	Entry of an Order (I) Approving and Authorizing the Debtors to Enter into Restructuring Support Agreement with Consenting Noteholders and Shareholder Proponents and (II) Granted Related Relief		
2	Interlocutory Order Regarding Postpetition Interest	Feb. 6, 2020	5569
3	Order Establishing Schedule for Disclosure Statement Approval and Plan Confirmation	Feb. 6, 2020	5673
4	[Proposed] Disclosure Statement for Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization	Feb. 7, 2020	5700

	Hearing Transcripts	Filing Date	D.I.
9	Transcript of Aug. 13, 2019 Hearing	Aug. 14, 2019	3540
10	Transcript of Sept. 24, 2019 Hearing	Sept. 25, 2019	4003
11	Transcript of Oct. 7, 2019 Hearing	Oct. 8, 2019	4162
12	Transcript of Oct. 23, 2019 Hearing	Oct. 24, 2019	4467
13	Transcript of Dec. 11, 2019 Hearing	Dec. 12, 2019	5085
14	Transcript of Hearing at Jan. 29, 2020 at 10:00 a.m. (PST)	Jan. 30, 2020	5562
15	Transcript of Hearing at Jan. 29, 2020 at 1:30 p.m. (PST)	Jan. 30, 2020	5563
16	Transcript of Feb. 4, 2020 Hearing	Feb. 5, 2020	5634

18 BOKF reserves the right to designate additional items for inclusion in the record and/or
 19 to restate issues presented on appeal.

CERTIFICATE REGARDING TRANSCRIPTS

20 BOKF certifies pursuant to Bankruptcy Rule 8009(b)(1) that it is not ordering any transcripts. All
 21 transcripts have been prepared, are filed on the docket, and have been designated in the record.
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1 DATED: March 19, 2020

2 **AREN'T FOX LLP**

3 */s/ Aram Ordubegian*

4 Aram Ordubegian (SBN 185142)

5 Andrew I. Silfen (*pro hac vice*)

6 Beth M. Brownstein (*pro hac vice*)

7 Jackson D. Toof (*pro hac vice*)

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10 Counsel for BOKF, NA, in its capacity as
11 Indenture Trustee for the Utility Senior
12 Notes